

DUKE REALTY CORP
Form 8-K
March 29, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **March 25, 2010**

DUKE REALTY CORPORATION

(Exact name of registrant specified in its charter)

Indiana (State of Formation)	0-19044 (Commission File Number) 600 East 96th Street Suite 100 Indianapolis, IN 46240	35-1740409 (IRS Employer Identification No.)
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(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(317) 808-6000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry Into a Material Definitive Agreement.

On March 25, 2010, Duke Realty Corporation, an Indiana corporation (Duke), and Duke Realty Limited Partnership, an Indiana limited partnership (the Operating Partnership), of which Duke is the sole General Partner, entered into a Terms Agreement (including the related Underwriting Agreement, dated as of August 6, 2009, attached as Annex A thereto and made a part thereof, the Terms Agreement) with J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated and Wells Fargo Securities, LLC (the Underwriters), pursuant to which the Underwriters agreed to purchase from the Operating Partnership \$250 million aggregate principal amount of the Operating Partnership s 6.75% Senior Notes Due 2020 (the Notes). The Notes were registered with the Securities and Exchange Commission (the Commission) pursuant to the Operating Partnership s automatic shelf registration statement on Form S-3 (File No. 333-160952-01) (as the same may be amended and/or supplemented, the Registration Statement), under the Securities Act of 1933, as amended (the Securities Act).

Pursuant to General Instruction F to the Commission s Form 8-K, a copy of the Terms Agreement is filed as Exhibit 1.1 to this Current Report on 8-K (this Report), and the information in the Terms Agreement is incorporated into this Item 1.01 by this reference.

The material terms of the Notes are described in the Operating Partnership s prospectus supplement, as filed with the Commission on March 26, 2010 pursuant to Rule 424(b)(5) of the Securities Act, which relates to the offer and sale of the Notes and supplements the Operating Partnership s prospectus, as filed with the Commission on July 31, 2009, contained in the Registration Statement.

Item 9.01. Financial Statements and Other Exhibits

The following exhibits are filed with this Report pursuant to Item 601 of the Commission s Regulation S-K in lieu of filing the otherwise required exhibits to the Registration Statement. This Report is incorporated by reference into the Registration Statement, and, as such, Duke is incorporating by reference the exhibits to this Report to cause them to be incorporated by reference into the Registration Statement as exhibits thereto. By filing this Report and the exhibits hereto, however, neither Duke nor the Operating Partnership believe that any of the information set forth herein or in the exhibits hereto represent, individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(iii) of the Commission s Regulation S-K) in the information set forth in, and incorporated by reference into, the Registration Statement.

**Exhibit
Number**

Description

1.1	Terms Agreement, dated as of March 25, 2010 (including the related Underwriting Agreement, dated as of August 6, 2009, attached as Annex A thereto and made a part thereof), by and among Duke, the Operating Partnership and the Underwriters (incorporated herein by reference to Exhibit 1.1 to the Current Report on Form 8-K of the Operating Partnership, filed with the Commission on March 29, 2010).
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

DUKE REALTY CORPORATION

By: /s/ Howard L. Feinsand
Howard L. Feinsand

Executive Vice President, General
Counsel and Corporate Secretary

Date: March 29, 2010